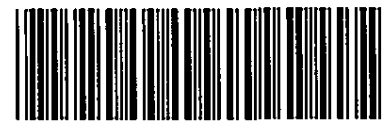


**MIDAS ESOP LIMITED**  
**REPORT AND ACCOUNTS**  
**REGISTERED NUMBER SC219285**  
**YEAR ENDED 31 DECEMBER 2010**

WEDNESDAY



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COMPANIES HOUSE

**MIDAS ESOP LIMITED**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTOR:** Ian Dighé

**SECRETARY:** Roger Bennett

**REGISTERED  
OFFICE:** 29 Rutland Square  
Edinburgh  
EH1 2BW

**AUDITORS:** Ernst & Young LLP  
The Paragon  
Counterslip  
Bristol  
BS1 6BX

**BANKERS:** Bank of Scotland Plc  
38 St Andrew Square  
Edinburgh  
EH2 2YR

**COMPANY  
NUMBER:** SC 219285

**MIDAS ESOP LIMITED**  
**REGISTERED NUMBER SC219285**

**DIRECTOR'S REPORT**

The Director presents the annual report and the audited accounts for the year ended 31 December 2010.

**1 PRINCIPAL ACTIVITIES**

The principal activity of the company is to act as Trustee for the purposes of various share option and other incentive schemes run by MAM Funds plc (previously known as Midas Capital plc).

**2 RESULTS, DEVELOPMENT AND FUTURE PROSPECTS**

The company made a loss of £21 loss for the year after taxation (2009 – £Nil). The Director recommends that no dividend be paid.

**Going Concern**

The company operates solely as a shareholding company for an employee/executive share ownership scheme and as such has sufficient financial resources such that the company is well placed to manage its business risks despite the current uncertain outlook.

After making enquiries, the Director has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, he continues to adopt the going concern basis in preparing the annual report and accounts.

**3 DIRECTOR**

The Director who served during the year was as follows:

Colin Rutherford (resigned 15 February 2011)

In addition on 15 February 2011, Mr Ian Dighé was appointed a Director of the Company.


**4 DISCLOSURE OF INFORMATION TO THE AUDITORS**

So far as the Director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries the Director has taken all the steps that he is obliged to take as a Director in order to have made himself aware of any relevant audit information and to establish that the auditor is aware of that information.

**5 AUDITORS**

A resolution concerning the re-appointment of Ernst & Young LLP as auditors will be proposed at the Annual General Meeting.

**BY ORDER OF THE BOARD**



**R A Bennett**  
Secretary  
11 April 2011

**MIDAS ESOP LIMITED**  
**REGISTERED NUMBER SC219285**

**STATEMENT OF DIRECTOR'S RESPONSIBILITIES**

The Director is responsible for preparing the Director's Report and the accounts in accordance with applicable law and regulations.

Company law requires the Director to prepare accounts for each financial year. Under that law the Director has elected to prepare the accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Director must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that period.

In preparing these accounts, the Director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the accounts comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MIDAS ESOP LIMITED (Continued)**

We have audited the accounts of Midas ESOP Limited for the year ended 31 December 2010 which comprise Profit and Loss Account and the Balance Sheet and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of Director and auditor**

As explained more fully in the Director's Responsibilities Statement set out on Page 3, the Director is responsible for the preparation of the accounts and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the accounts in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the accounts**

An audit involves obtaining evidence about the amounts and disclosures in the accounts sufficient to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Director; and the overall presentation of the accounts. In addition, we read all the financial and non-financial information in the company financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on accounts**

In our opinion the accounts:

- Give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its loss for the year then ended;
- Have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- Have been prepared in accordance with the requirements of the Companies Act 2006.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MIDAS ESOP LIMITED**  
**(Continued)**

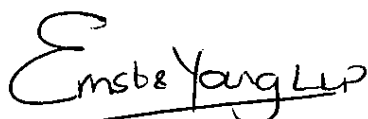
**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Director's Report for the financial year for which the accounts are prepared is consistent with the accounts.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- Adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- The accounts are not in agreement with the accounting records and returns; or
- Certain disclosures of Director's remuneration specified by law are not made; or
- We have not received all the information and explanations we require for our audit.



Briony Kempton (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
Bristol  
11 April 2011

**MIDAS ESOP LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**YEAR ENDED 31 DECEMBER 2010**

	Note	2010 £	2009 £
Administration expenses		(29)	-
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	<b>3</b>	(29)	-
Taxation	4	8	-
<b>LOSS ON ORDINARY ACTIVITIES AFTER TAXATION</b>	<b>8</b>	(21)	-

The company made no recognised gains or losses during the current or previous period other than those included in the profit and loss account.

All items in the above statement derive from continuing operations.

The notes on pages 8 to 11 form part of these accounts.

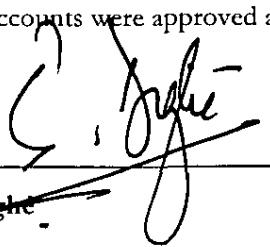
**MIDAS ESOP LIMITED**

**BALANCE SHEET**

**AT 31 DECEMBER 2010**

	Note	2010 £	2009 £
<b>CURRENT ASSETS</b>			
Investments	5	23,120	12,961
Other debtors		9	1
Cash at bank and in hand		2,063	2,092
		<u>25,192</u>	<u>15,054</u>
<b>CREDITORS: Amounts falling due within one year</b>	6	<u>23,812</u>	<u>13,653</u>
<b>NET CURRENT ASSETS</b>		<u>1,380</u>	<u>1,401</u>
<b>NET ASSETS</b>		<u>1,380</u>	<u>1,401</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	7	1	1
Profit and loss account	8	1,379	1,400
<b>EQUITY SHAREHOLDER FUNDS</b>	9	<u>1,380</u>	<u>1,401</u>

These accounts were approved and authorised for issue by the Director on 11 April 2011.

  
\_\_\_\_\_  
Ian Dighe Director

The notes on pages 9 to 11 form part of these accounts.

Company Registration No. SC219285



**MIDAS ESOP LIMITED**  
**NOTES TO THE ACCOUNTS**  
**YEAR ENDED 31 DECEMBER 2010**

**1 ACCOUNTING POLICIES**

**(a) Accounting Convention**

The accounts have been prepared under the historical cost convention, and in accordance with applicable accounting standards.

**(b) Investments**

Listed current asset investments are stated at the lower of cost or market value, and other current asset investments are stated at the lower of cost and estimated net realisable value. Provisions are made for any permanent diminution in value.

**(c) Deferred Taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax. Deferred tax assets are recognised only to the extent that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

**(d) Cashflow Statement**

The company is ultimately wholly owned by MAM Funds plc and the cash flows of the company are included in the consolidated cash flow statement of that company. Consequently, the company is exempt under the terms of FRS1 from publishing a cash flow statement.

**2 INFORMATION REGARDING DIRECTOR AND EMPLOYEES**

The Company did not employ any staff during the current or previous year.

The Director did not receive any remuneration during the period (December 2009-£Nil)

**MIDAS ESOP LIMITED**  
**NOTES TO THE ACCOUNTS (Continued)**  
**YEAR ENDED 31 DECEMBER 2010**

**3 LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION**

	2010 £	2009 £
Loss on ordinary activities before taxation is stated after charging/(crediting):		
Movement on provision for diminution in value of investments	(10,159)	13,662
Movement on loan from intermediate parent company	10,159	(13,662)
	<u>          </u>	<u>          </u>

The auditors' remuneration is borne by the intermediate parent company.

**4. TAX ON LOSS ON ORDINARY ACTIVITIES**

(a) Tax on loss on ordinary activities	2010 £	2009 £
The tax charge is made up as follows:		
Current tax:		
Group relief	<u>8</u>	<u>-</u>
Tax on loss on ordinary activities	<u>8</u>	<u>-</u>

(b) Factors affecting current tax charge

There is no difference between the tax charge for the period and the standard rate of corporation tax in the UK 28% (2009 – 28%).

	2010 £	2009 £
Loss on ordinary activities before tax	<u>29</u>	<u>-</u>
Corporate tax at standard rate of 28%	<u>8</u>	<u>-</u>
Total current taxation for the period	<u>8</u>	<u>-</u>

**MIDAS ESOP LIMITED**  
**NOTES TO THE ACCOUNTS (Continued)**  
**YEAR ENDED 31 DECEMBER 2010**

**5 CURRENT ASSET INVESTMENTS**

	2010 £	2009 £
<b>Cost</b>		
At 1 January & 31 December 2010	150,129	150,129
<b>Provision</b>		
At 1 January 2010	137,168	123,506
Movement in period	(10,159)	13,662
At 31 December 2010	127,009	137,168
<b>Net book value at 31 December 2010</b>	<b>23,120</b>	<b>12,961</b>

At 31 December 2010 the investment represents 70,062 10p ordinary shares in MAM Funds plc. The market value of these listed shares at 31 December 2010 was £23,120 (2009: £12,961).

**6 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2010 £	2009 £
Amounts due to MAM Funds plc	23,812	13,653

The amount due to MAM Funds plc represents a zero interest loan and is repayable on demand.

**7 CALLED UP SHARE CAPITAL**

	2010 £	2009 £
<b>Authorised</b>		
100 Ordinary shares of £1 each	100	100
<b>Allotted, called up and fully paid</b>		
1 Ordinary share of £1 each	1	1

# MIDAS ESOP LIMITED

## NOTES TO THE ACCOUNTS (Continued)

YEAR ENDED 31 DECEMBER 2010

### 8 RESERVES

	2010	2009
	£	£
<b>Profit and loss account:</b>		
Balance at 1 January	1,400	1,400
Loss for the period	(21)	-
Balance at 31 December	<u>1,379</u>	<u>1,400</u>

### 9 RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S FUNDS

	2010	2009
	£	£
Loss on ordinary activities after taxation	(21)	-
Opening shareholder's funds	1,401	1,401
Closing shareholder's funds	<u>1,380</u>	<u>1,401</u>

### 10 PARENT COMPANY

The company's ultimate parent company is MAM Funds plc which is registered in England.

### 11 RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption under Financial Reporting Standard No. 8 not to show related party transactions between group undertakings within its accounts on the basis that it is a wholly owned subsidiary of MAM Funds plc.